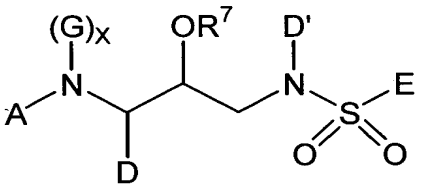
1. (Twice Amended) A compound of the formula (I):



(I)

and pharmaceutically acceptable salts thereof; wherein:

A is tetrahydrofurodihydrofuranyl-O-C(O)-, wherein tetrahydrofurodihydrofuranyl is optionally substituted with one or more substituents independently selected from oxo, $-OR^2$, $SR^2$, $-R^2$, $-N(R^2)(R^2)$, $-R^2$-OH, -CN, $-CO_2R^2$, $-C(O)-N(R^2)_2$, $-S(O)_2-N(R^2)_2$, $-N(R^2)-C(O)-R^2$, $-N(R^2)-C(O)O-R^2$, $-C(O)-R^2$, $-S(O)_n-R^2$, $-OCF_3$, $-S(O)_n-Q$, methylenedioxy, $-N(R^2)-S(O)_2(R^2)$, halo, $-CF_3$, $-NO_2$, Q, -OQ, $-OR^7$, $-SR^7$, $-R^7$, $-N(R^2)(R^7)$ or $-N(R^7)_2$;

each Ht is independently selected from $C_3$-$C_7$ cycloalkyl; $C_5$-$C_7$ cycloalkenyl; $C_6$-$C_{14}$ aryl; or a 5-7 membered saturated or unsaturated heterocycle, containing one or more heteroatoms selected from N, $N(R^2)$, O, S and $S(O)_n$; wherein said aryl or said heterocycle is optionally fused to Q; and wherein any member of said Ht is optionally substituted with one or more substituents independently selected from oxo, $-OR^2$, $SR^2$, $-R^2$, $-N(R^2)(R^2)$, $-R^2$-OH, -CN, $-CO_2R^2$, $-C(O)-N(R^2)_2$, $-S(O)_2-N(R^2)_2$, $-N(R^2)-C(O)-R^2$, $-N(R^2)-C(O)O-R^2$, $-C(O)-R^2$, $-S(O)_n-R^2$, $-OCF_3$, $-S(O)_n-Q$, methylenedioxy, $-N(R^2)-S(O)_2(R^2)$, halo, $-CF_3$, $-NO_2$, Q, -OQ,

$-OR^7$, $-SR^7$, $-R^7$, $-N(R^2)(R^7)$ or $-N(R^7)_2$;

each $R^2$ is independently selected from H, or $C_1$-$C_4$ alkyl optionally substituted with a 3-7 membered saturated, partially saturated or unsaturated carbocyclic ring system; or a 5-7 membered saturated, partially saturated or unsaturated heterocyclic ring containing one or more heteroatoms selected from O, N, S, $S(O)_n$ or $N(R^{33})$; wherein any of said ring systems or $N(R^{33})$ is optionally substituted with 1 to 4 substituents independently selected from -X'-Y', -O-arylalkyl, -S-arylalkyl, $-N(Y')_2$, -N(H)-arylalkyl, $-N(C_1$-$C_4$ alkyl)-arylalkyl, oxo, $-O-(C_1$-$C_4$ alkyl), OH, $C_1$-$C_4$ alkyl, $-SO_2H$, $-SO_2-(C_1$-$C_4$ alkyl), $-SO_2-NH_2$, $-SO_2-NH(C_1$-$C_4$ alkyl), $-SO_2-N(C_1$-$C_4$ alkyl)$_2$, $-NH_2$, $-NH(C_1$-$C_4$ alkyl), $-N(C_1$-$C_4$ alkyl)$_2$, -NH-C(O)H, $-N(C_1$-$C_4$ alkyl)-C(O)H, $-NH-C(O)-C_1$-$C_4$ alkyl, $-C_1$-$C_4$ alkyl-OH, -OH, -CN, -C(O)OH, $-C(O)O-C_1$-$C_4$ alkyl, $-C(O)-NH_2$, $-C(O)-NH(C_1$-$C_4$ alkyl), $-C(O)-N(C_1$-$C_4$ alkyl)$_2$, halo or $-CF_3$;

X' is -O-, -S-, -NH-, -NHC(O)-, -NHC(O)O-, $-NHSO_2-$, or $-N-(C_1$-$C_4)$alkyl-;

Y' is $C_1$-$C_{15}$ alkyl, $C_2$-$C_{15}$ alkenyl or alkynyl, wherein one to five carbon atoms in Y' are optionally substituted with $C_3$-$C_7$ cycloalkyl or $C_5$-$C_6$ cycloalkenyl, $C_6$-$C_{14}$ aryl or a 5-7 membered saturated or unsaturated

heterocycle, containing one or more heteroatoms selected from N, NH, O, S and $S(O)_n$;

each $R^3$ is independently selected from H, Ht, $C_1$-$C_6$ alkyl, $C_2$-$C_6$ alkenyl, $C_2$-$C_6$ alkynyl, $C_3$-$C_6$ cycloalkyl or $C_5$-$C_6$ cycloalkenyl; wherein any member of said $R^3$, except H, is optionally substituted with one or more substituents selected from $-OR^2$, $-C(O)-N(R^2)_2$, $-S(O)_n-N(R^2)_2$, $-N(R^2)_2$, $-N(R^2)-C(O)O(R^2)$, $-N(R^2)-C(O)N(R^2)_2$, $-N(R^2)-C(O)-R^2$, Ht, -CN, $-SR^2$, $-C(O)OR^2$, or $N(R^2)-C(O)-R^2$;

each $R^{33}$ is selected from H, $C_1$-$C_6$ alkyl, $C_2$-$C_6$ alkenyl, $C_2$-$C_6$ alkynyl, $C_3$-$C_6$ cycloalkyl or $C_5$-$C_6$ cycloalkenyl, $C_6$-$C_{14}$ aryl or a 5-7 membered saturated or unsaturated heterocycle, containing one or more heteroatoms selected from N, NH, O, S and $S(O)_n$;

each n is independently 1 or 2;

G is selected from H or $C_1$-$C_4$ alkyl;

x in $(G)_x$ is 1;

D is $C_1$-$C_6$ alkyl substituted with Q, wherein said alkyl is optionally substituted with one or more groups selected from $C_3$-$C_6$ cycloalkyl, $-R^3$, -O-Q or Q;

each Q is independently selected from a 3-7 membered saturated, partially saturated or unsaturated carbocyclic ring system; wherein Q contains one substituent selected from $-OR^2$, $-OR^8$, -O-arylalkyl, $-SR^8$, -S-arylalkyl,

$-N(R^2)R^8$, $-N(R^2)$-arylalkyl and may be optionally substituted with one or more additional substituents independently selected from oxo, $-OR^8$, -O-arylalkyl, $-SR^8$, -S-arylalkyl, $-N(R^2)R^8$, $-N(R^2)$-arylalkyl, $-OR^2$, $-R^2$, $-SO_2R^2$, $-SO_2-N(R^2)_2$, $-N(R^2)_2$, $-N(R^2)-C(O)-R^2$, -OH, $(C_1-C_4)$-OH, -CN, $-CO_2R^2$, $-C(O)-N(R^2)_2$, halo or $-CF_3$;

each $R^8$ is independently selected from Ht', $-C_1-C_{15}$ branched or straight chain alkyl, alkenyl or alkynyl wherein one to five carbon atoms in said alkyl, alkenyl or alkynyl are independently replaced by W, or wherein one to five carbon atoms in said alkyl, alkenyl or alkynyl are substituted with Ht'; and wherein $R^8$ is additionally and optionally substituted with one or more groups independently selected from -OH; $-S(C_1-C_6$ alkyl); -CN; $-CF_3$; $-N(R^2)_2$; halo; $-C_1-C_4$-alkyl; $-C_1-C_4$-alkoxy; -Ht'; -O-Ht'; $-NR^2-CO-N(R^2)_2$; $-CO-N(R^2)_2$; $-R^1-C_2-C_6$ alkenyl, which is optionally substituted with one or more groups independently selected from hydroxy, $C_1-C_4$ alkoxy, -Ht', -O-Ht', $-NR^2-CO-N(R^2)_2$ or $-CO-N(R^2)_2$; or $R^7$;

wherein W is -O-, $-NR^2-$, -S-, -C(O)-, -C(S)-, $-C(=NR^2)-$, $-S(O)_2-$, $-NR^2-S(O)_2-$, $-S(O)_2-NR^2-$, $-NR^2-C(O)O-$, -O-C(O)$NR^2-$, $-NR^2-C(O)NR^2-$, $-NR^2-C(S)NR^2-$, $-CONR^2$, $-NR^2C(O)-$, $-C(S)NR^2$, $-NR^2C(S)-$, $-NR^2-C(=N-CN)-NR^2-$, $-NR^2C(=N-CN)O-$ or -C(O)O-;

each Ht' is independently selected from $C_3$-$C_7$ cycloalkyl; $C_5$-$C_7$ cycloalkenyl; $C_6$-$C_{14}$ aryl; 5-7 membered saturated or unsaturated heterocycle containing one or more heteroatoms selected from N, $N(R^2)$, O, S and $S(O)_n$; wherein said aryl or said heterocycle is optionally fused to Q'; and wherein any member of said Ht' is optionally substituted with one or more substituents independently selected from oxo, $-OR^2$, $SR^2$, $-R^2$, $-N(R^2)(R^2)$, $-R^2$-OH, -CN, $-CO_2R^2$, $-C(O)-N(R^2)_2$, $-S(O)_2-N(R^2)_2$, $-N(R^2)-C(O)-R^2$, $-N(R^2)-C(O)O-R^2$, $-C(O)-R^2$, $-S(O)_n-R^2$, $-OCF_3$, $-S(O)_n-Q'$, methylenedioxy, $-N(R^2)-S(O)_2(R^2)$, halo, $-CF_3$, $-NO_2$, Q', -OQ', $-OR^7$, $-SR^7$, $-R^7$, $-N(R^2)(R^7)$ or $-N(R^7)_2$;

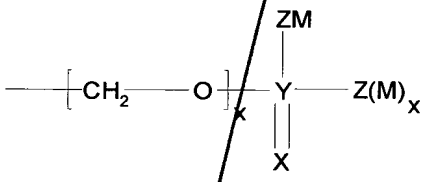
each Q' is independently selected from a 3-7 membered saturated, partially saturated or unsaturated carbocyclic ring system; or a 5-7 membered saturated, partially saturated or unsaturated heterocyclic ring containing one or more heteroatoms selected from O, N, S, $S(O)_n$ or $N(R^2)$;

D' is selected from $C_1$-$C_{15}$ alkyl, $C_1$-$C_{15}$ alkoxy, $C_2$-$C_{15}$ alkenyl, $C_2$-$C_{15}$ alkenyloxy, $C_2$-$C_{15}$ alkynyl, or $C_2$-$C_{15}$ alkynyloxy, wherein D' optionally comprises one or more substituents independently selected from Ht, oxo, halo, $-CF_3$, $-OCF_3$, $-NO_2$, azido, -SH, $-SR^3$, $-N(R^3)-N(R^3)_2$, $-O-N(R^3)_2$, $-(R^3)N-O-(R^3)$, $-N(R^3)_2$, -CN, $-CO_2R^3$, $-C(O)-N(R^3)_2$,

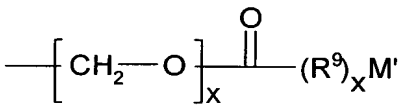
$-S(O)_n-N(R^3)_2$, $-N(R^3)-C(O)-R^3$, $-N(R^3)-C(O)-N(R^3)_2$, $-C(O)-R^3$, $-S(O)_n-R^3$, $-N(R^3)-S(O)_n(R^3)$, $-N(R^3)-S(O)_n-N(R^3)_2$, $-S-NR^3-C(O)R^3$, $-C(S)N(R^3)_2$, $-C(S)R^3$, $-NR^3-C(O)OR^3$, $-O-C(O)OR^3$, $-O-C(O)N(R^3)_2$, $-NR^3-C(S)R^3$, $=N-OH$, $=N-OR^3$, $=N-N(R^3)_2$, $=NR^3$, $=NNR^3C(O)N(R^3)_2$, $=NNR^3C(O)OR^3$, $=NNR^3S(O)_n-N(R^3)_2$, $-NR^3-C(S)OR^3$, $-NR^3-C(S)N(R^3)_2$, $-NR^3-C[=N(R^3)]-N(R^3)_2$, $-N(R^3)-C[=N-NO_2]-N(R^3)_2$, $-N(R^3)-C[=N-NO_2]-OR^3$, $-OC(O)R^3$, $-OC(S)R^3$, $-OC(O)N(R^3)_2$, $-C(O)N(R^3)-N(R^3)_2$, $-N(R^3)-N(R^3)C(O)R^3$, $-N(R^3)-OC(O)R^3$, $-N(R^3)-OC(O)R^3$, $-N(R^3)-OC(O)R^3$, $-OC(S)N(R^3)_2$, $-OC(S)N(R^3)(R^3)$, or $-PO_3-R^3$;

E is benzothiazolyl optionally substituted with one or more substituents independently selected from oxo, $-OR^2$, $SR^2$, $-R^2$, $-N(R^2)(R^2)$, $-R^2-OH$, $-CN$, $-CO_2R^2$, $-C(O)-N(R^2)_2$, $-S(O)_2-N(R^2)_2$, $-N(R^2)-C(O)-R^2$, $-N(R^2)-C(O)O-R^2$, $-C(O)-R^2$, $-S(O)_n-R^2$, $-OCF_3$, $-S(O)_n-Q$, methylenedioxy, $-N(R^2)-S(O)_2(R^2)$, halo, $-CF_3$, $-NO_2$, Q, $-OQ$, $-OR^7$, $-SR^7$, $-R^7$, $-N(R^2)(R^7)$ or $-N(R^7)_2$;

each $R^7$ is independently selected from hydrogen,




or




wherein each M is independently selected from H, Li, Na, K, Mg, Ca, Ba, $-N(R^2)_4$, $C_1-C_{12}$-alkyl, $C_2-C_{12}$-alkenyl, or $-R^6$; wherein 1 to 4 $-CH_2$ radicals of the

alkyl or alkenyl group, other than the $-CH_2$ that is bound to Z, is optionally replaced by a heteroatom group selected from O, S, S(O), $S(O_2)$, or $N(R^2)$; and wherein any hydrogen in said alkyl, alkenyl or $R^6$ is optionally replaced with a substituent selected from oxo, $-C_1-C_4$ alkyl, $-N(R^2)_2$, $-N(R^2)_3$, -OH, $-O-(C_1-C_4$ alkyl), -CN, $-C(O)OR^2$, $-C(O)-N(R^2)_2$, $S(O)_2-N(R^2)_2$, $-N(R^2)-C(O)-R_2$, $C(O)R^2$, $-S(O)_n-R^2$, $-OCF_3$, $-S(O)_n-R^6$, $-N(R^2)-S(O)_2(R^2)$, halo, $-CF_3$, or $-NO_2$;

M' is H, $C_1-C_{12}$-alkyl, $C_2-C_{12}$-alkenyl, or $-R^6$; wherein 1 to 4 $-CH_2$ radicals of the alkyl or alkenyl group is optionally replaced by a heteroatom group selected from O, S, S(O), $S(O_2)$, or $N(R^2)$; and wherein any hydrogen in said alkyl, alkenyl or $R^6$ is optionally replaced with a substituent selected from oxo, $-OR^2$, $-C_1-C_4$ alkyl, $-N(R^2)_2$, $N(R^2)_3$, -OH, $-O-(C_1-C_4$ alkyl), -CN, $-C(O)OR^2$, $-C(O)-N(R^2)_2$, $-S(O)_2-N(R^2)_2$, $-N(R^2)-C(O)-R_2$, $-C(O)R^2$, $-S(O)_n-R^2$, $-OCF_3$, $-S(O)_n-R^6$, $-N(R^2)-S(O)_2(R^2)$, halo, $-CF_3$, or $-NO_2$;

x, when associated with $R^7$, is 0 or 1;

Z is O, S, $N(R^2)_2$, or, when M is not present, H;

Y is P or S;

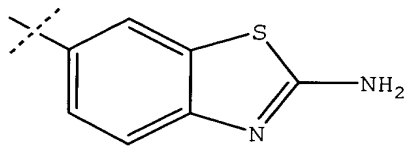
X is O or S;

$R^9$ is $C(R^2)_2$, O or $N(R^2)$; wherein when Y is S, Z is not S; and

$R^6$ is a 5-6 membered saturated, partially saturated or unsaturated carbocyclic or heterocyclic ring system, or an 8-10 membered saturated, partially saturated or unsaturated bicyclic ring system; wherein any of said heterocyclic ring systems contains one or more heteroatoms selected from O, N, S, $S(O)_n$ or $N(R^2)$; and wherein any of said ring systems optionally contains 1 to 4 substituents independently selected from -OH, $-C_1-C_4$ alkyl, $-O-(C_1-C_4$ alkyl) or $-O-C(O)-(C_1-C_4$ alkyl).

8. (Twice Amended) The compound according to claim 1, wherein:

E is




15. (Twice Amended) The compound according to claim 9, wherein said compound is selected from compound numbers: 59 or 60, wherein said compound is as defined below: